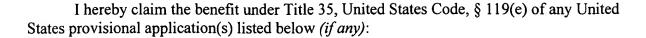
DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that: My residence, post office address and citizenship are as stated below next to my name.					
This declarati	on is of the following type: (check one) 🛛 utility; 🔲 design;			
supplemental; national stage of PCT					
I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if multiple names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:					
RETIREMENT COMPENSATION AGREEMENT FINANCING SYSTEM AND METHOD					
Application Serial No	o. and is/was a	ched hereto; was filed on as mended on filed on	e); on		
I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.					
•	e the duty to disclose information fined in Title 37, Code of Fed	ation which is material to the patentability of deral Regulations, § 1.56.			
35, United States Coo inventor's certificate other than the United this application, and I certificate or any PCT United States of Ame	de §§ 119(a)-(d) or §§ 365(a) or of any PCT international a States of America, filed with have also identified below an Γ international application(s)	ed claim foreign priority benefits under Title a-(b) of any foreign application(s) for patent of application(s) designating at least one country in 12 months (6 months for design) prior to be foreign application(s) for patent or inventor designating at least one country other than the subject matter having a filing date before the (if any):	or y or's he		
Prior Foreign/PCT	Application(s)	Priority claim	ıed		
(Number)	(Country)	Day/month/year filed Yes No			
(Number)	(Country)	Day/month/year filed Yes No			
(Number)	(Country)	Day/month/year filed Yes No			

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EXPRESS MAIL LABEL NO.: EL409118246US DATE OF DEPOSIT: JUNE 30, 2000



Provisional Application Number	Filing Date
Provisional Application Number	Filing Date

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s), or § 365(c) of any PCT International Application designating the United States of America listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT international application in the manner provided by the first paragraph of Title 35, United States Code, § 112, I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

(Application Serial No.)	(Filing date)	(patent, pending, abandoned)
(Application Serial No.)	(Filing date)	(patent, pending, abandoned)
(Application Serial No.)	(Filing date)	(patent, pending, abandoned)

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

And I hereby appoint the following practitioner(s): Nicholas L. Coch, Reg. No. 20,065; Peter A. Abruzzese, Reg. No. 26,437 Randy Lipsitz, Reg. No. 29,189; Donald L. Rhoads, Reg. No. 34,705; Chris Kolefas, Reg. No. 35,226; Vito J. Debari, Reg. No. 36,496; Caleb J. Pollack, Reg. No. 37,912; Jonathan S. Caplan, Reg. No. 38,094; Philip A. Gilman, Reg. No. 38,160; Richard L. Moss, Reg. No. 39,782, Albert B. Chen, Reg. No. 41,667 and Robert E. Alderson, Jr., Reg. No. 44,500, all of the firm of Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022, as my attorneys with full powers of substitution and revocation, and to receive the patent and to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected therewith.



Kindly direct all correspondence regarding this application to the attorney at the following address:

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Full name of first inventor: GARNET G. MORRIS

Wherefore I pray that Letters Patent be granted to me for the invention or discovery described and claimed in the foregoing specification and claims, and I hereby subscribe my name to the foregoing specification and claims, declaration, power of attorney, and this petition.

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(check one) Sheets containing additional joint inventors \square are, \boxtimes are not attached hereto.